



MINDTREE LIMITED

Corporate Identity Number (CIN): L72200KA1999PLC025564

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India.

Phone Number: + 91 80 6706 4000 **Fax Number:** + 91 80 6706 4100

E-mail: investors@mindtree.com, **Website:** www.mindtree.com

TWENTIETH ANNUAL GENERAL MEETING – JULY 16, 2019

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder(s)	
Registered Address	
E mail ID	
DP ID No.*	
Client ID No.*	
Folio No.	

***Applicable for investors holding shares in electronic form.**

I/We, being the Member(s) of Mindtree Limited, holding shares of Mindtree Limited, hereby appoint

Name:

Address:

E-mail Id:

Signature:,

or failing him/her

Name:

Address:

E-mail Id:

Signature:,

or failing him/her

Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on Tuesday, July 16, 2019 at 9.30 AM at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, Karnataka, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	For	Against
1.	To adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements together with Reports of the Directors and Auditors thereon for the Financial Year 2018-19		
2.	To confirm payment of first interim dividend, second interim dividend, third interim dividend for the Financial Year 2018-19		
3.	To declare a final dividend for the Financial Year 2018-19		
4.	To declare a special dividend for the Financial Year 2018-19		
5.	Mr. Subroto Bagchi (DIN 00145678), who retires by rotation and is not offering himself for re-appointment and the vacancy so caused on the Board of the Company not filled up		
6.	To appoint Mr. Jayant Damodar Patil (DIN 01252184) as Non-Executive Director		
7.	To appoint Mr. Sekharipuram Narayanan Subrahmanyam (Mr. S.N. Subrahmanyam) (DIN 02255382) as Non-Executive Director		
8.	To appoint Mr. Ramamurthi Shankar Raman (Mr. R. Shankar Raman) (DIN 00019798) as Non-Executive Director		
9.	To appoint Mr. Prasanna Rangacharya Mysore (Mr. M R Prasanna) (DIN 00010264) as Independent Director		
10.	To appoint Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as Independent Director		

Signed this..... day of..... 2019.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.